



March 5, 2007

**ATTORNEYS AT LAW**

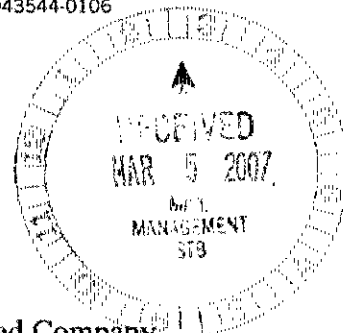
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rvomeigen@foley.com EMAIL

CLIENT/MATTER NUMBER  
043544-0106

Mr. Vernon Williams  
Secretary  
Surface Transportation Board  
395 E Street, S.W.  
Washington, D.C. 20423

218742



Subject: F.D. No. 35002 – Savage Bingham & Garfield Railroad Company  
-Acquisition and Operation Exemption – Union Pacific Railroad  
Company

Dear Secretary Williams:

Enclosed for filing in the above-identified application is the original and ten copies of the Amended Verified Notice of Exemption filed on behalf of Savage Bingham & Garfield Railroad Company pursuant to 49 C.F.R. § 1150.31. The amended notice incorporates clarifying edits only and does not include any substantive changes to the initial Verified Notice of Exemption that was filed on February 27, 2007. We also include a corrected version of the Federal Register Caption Summary that reflects the clarifying edits made in the amended notice. Please date stamp the extra copy of this Notice provided and return with our messenger for our records.

Sincerely yours,

Robert P. vom Eigen

ENTERED  
Office of Proceedings

MAR - 5 2007

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Public Record

Encls:

cc: Kelly Flint, Esq. (w/encl.)  
Christine M. Smith, Esq. (w/encl.)

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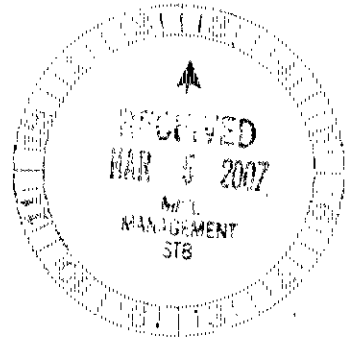
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SURFACE TRANSPORTATION BOARD

*Notice of Exemption*



FINANCE DOCKET NO. 35002

SAVAGE BINGHAM & GARFIELD RAILROAD COMPANY  
—ACQUISITION AND OPERATION EXEMPTION—  
UNION PACIFIC RAILROAD COMPANY

AMENDED VERIFIED NOTICE OF EXEMPTION  
Pursuant to 49 C.F.R. § 1150.31

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Savage Bingham & Garfield Railroad Company ("SBGR"), a non-carrier, files this Notice of Exemption pursuant to 49 U.S.C. 10901 and 49 C.F.R. Part 1150, Subpart D – Exempt Transactions, to permit SBGR to acquire from Union Pacific Railroad Company ("UP") rail freight operating easements upon, over and across: (a) the UP's lines of railroad between Milepost 4.66 at Welby and Milepost 17.10 at Magna ("Garfield Branch"), and between Milepost 0.00 at Kearns and Milepost 2.01 at Bacchus ("Bacchus Branch"); (b) the UP line of railroad between MP 0.18 at Midvale and MP 6.60 at Bagley Spur ("Bingham Industrial Lead"); and (c) various UP wye, yard and team tracks in the vicinity of Midvale ("Midvale Trackage"); and all in Salt Lake County, Utah (collectively, the "Properties").

In support of this Notice of Exemption, SBGR submits the following information as required by 49 C.F.R. § 1150.33:

**1) Full Name and Address of Applicant**

Savage Bingham & Garfield Railroad Company  
6340 South 3000 East, Suite 600  
Salt Lake City, UT 84121

**2) Applicant's Representatives**

Robert P. vom Eigen  
Sarah Sunday Key  
Foley & Lardner LLP  
3000 K Street, NW  
Washington, D.C. 20007  
(202) 672-5300

**3) Statement of Agreements**

SBGR and UP will shortly enter into a "Freight Operating Agreement" and related agreements, pursuant to the "Freight Easement Deed and Agreement", governing SBGR's operations over the Bacchus Branch, the Garfield Branch and the Midvale Trackage. In addition, as a result of a separate transaction between the Utah Transit Authority ("UTA") and UP, UP will convey the right-of-way of the Bingham Industrial Lead to UTA, and UP will reserve a rail freight operating easement over the Bingham Industrial Lead, and will convey such rail freight operating easement to SBGR. SBGR will enter into an Administration and Coordination Agreement with UTA governing the provision of rail freight services by SBGR over the Bingham Industrial Lead during specified time separated periods when the planned UTA passenger light rail services are not in operation.

**4) Operator of the Property**

SBGR will become the operator of the Property.

**5) Summary of Proposed Transaction**

SBGR and UP will execute the Freight Operating Agreement pursuant to which UP will quitclaim to SBGR a rail freight easement over and across the Garfield Branch, the Bacchus Branch and the Midvale Trackage; all in Salt Lake County, Utah. In addition, UP will quitclaim a rail freight operating easement to SBGR over the Bingham Industrial Lead between MP 0.18 and MP 6.60 in Salt Lake County, Utah. Operations over the Bingham Industrial Lead will be

governed by the Administration and Coordination Agreement between SBGR and UTA.

Pursuant to the Administration and Coordination Agreement, UTA will agree to maintain the Bingham Industrial Lead as well as the Garfield Branch, the Bacchus Branch and the Midvale Trackage. UP and SBGR will interchange traffic at UP's Roper, Utah rail yard.

- The name and address of the railroad transferring the subject Property is:

Union Pacific Railroad Company  
1400 Douglas Street  
Omaha, Nebraska 68179

- The involved transaction is expected to become effective on the later of May 1, 2007 or the effective date of this notice.
- The mileposts of subject Property are between Milepost 4.66 at Welby, and Milepost 17.10 at Magna on UP's Garfield Branch; between Milepost 0.00 at Kearns and Milepost 2.01 at Bacchus on UP's Bacchus Branch; and between MP 0.18 at Midvale and MP 6.60 at Bagley Spur on the Bingham Industrial Lead, a total of 20.87 route miles over which SBGR will acquire freight easements. In addition, the subject Property includes the Midvale Trackage.

**6) Maps of the Subject Lines are Attached as Exhibit A**

**7) Certification Concerning Projected Revenues**

SBGR hereby certifies that its projected revenues as a result of this transaction will not result in SBGR becoming a Class II or Class I rail carrier. SBGR further certifies that the projected annual revenue of SBGR will not exceed \$5 million. Accordingly, the requirements of 49 C.F.R. § 1150.32(e) do not apply to this transaction.

**8) A caption summary, as required by 49 C.F.R. § 1150.34 is attached as Exhibit B.**

### **ENVIRONMENTAL ASSESSMENT**

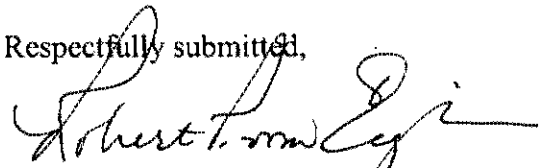
SBGR's acquisition will not result in significant changes in carrier operations. There will not be a diversion of: (1) more than 1,000 rail carloads a year to motor carriage; or (2) an average of 50 carloads per mile per year for any part of this line to motor carriage. Moreover, this

transaction will not result in: (1) an increase in rail traffic of at least 100 percent or an increase of at least eight trains a day on any segment of the Line; (2) an increase of rail yard activity of at least 100 percent; or (3) an average increase in truck traffic of more than 10 percent of the average daily or 50 vehicles a day. SBGR's acquisition and operating rights will not affect a Class I or nonattainment area under the Clean Air Act. In any event, the thresholds of 49 C.F.R. § 1105.7(e)(5)(ii) will not be exceeded. Finally, the transportation of ozone depleting materials is not contemplated. Accordingly, an Environmental Assessment is not required pursuant to under 49 C.F.R. § 1105.6(c)(2).

### **HISTORIC REPORT**

SBGR is acquiring operating rights over the Property for continued rail operations. Board approval is required for SBGR to discontinue any service, and there are no plans to dispose of or alter the Property subject to Board jurisdiction that are 50 years old or older. Accordingly, this Notice of Exemption does not require an historic report pursuant to 49 C.F.R. § 1105.8.

Respectfully submitted,



Robert P. vom Eigen  
Sarah Sunday Key  
FOLEY & LARDNER LLP  
3000 K Street, N.W.  
Washington, D.C. 20007

Dated filed: March 5, 2007

**SURFACE TRANSPORTATION BOARD**

**NOTICE OF EXEMPTION**

**FINANCE DOCKET NO. 35002**

**SAVAGE BINGHAM & GARFIELD RAILROAD COMPANY  
—ACQUISITION AND OPERATION EXEMPTION—  
UNION PACIFIC RAILROAD COMPANY**

Savage Bingham & Garfield Railroad Company ("SBGR"), a non-carrier, has filed a verified notice of exemption under 49 C.F.R. Part 1150.31 to acquire from the Union Pacific Railroad Company ("UP") and to operate freight easements upon, over and across: the UP's lines of railroad between Milepost 4.66 at Welby and Milepost 17.10 at Magna ("Garfield Branch"), and between Milepost 0.00 at Kearns and Milepost 2.01 at Bacchus ("Bacchus Branch"); (b) the UP line of railroad between MP 0.18 at Midvale and MP 6.60 at Bagley Spur ("Bingham Industrial Lead"); and (c) various UP wye, yard and team tracks in the vicinity of Midvale ("Midvale Trackage"); and all in Salt Lake County, Utah.

SBGR certifies that its projected annual revenues as a result of this transaction will not result in the creation of a Class II or Class I rail carrier.

The transaction will be consummated on the later of May 1, 2007 or the effective date of this notice.

If the verified notice contains false or misleading information, the exemption is void *ab initio*. Petitions to revoke the exemption under 49 U.S.C. 10502(d) may be filed at any time. The filing of a petition to revoke will not automatically stay the transaction.

An original and 10 copies of all pleadings, referring to the STB Finance Docket No. 35002, must be filed with the Surface Transportation Board, 395 E Street, S.W., Washington, DC 20423-0001. In addition, a copy of each pleading must be served on Robert P. vom Eigen, Foley & Lardner LLP, 3000 K Street, NW, Washington, DC 20007, (202) 672-5300.